

United States Bankruptcy Court
Western District of Texas

In re SW Ownership LLC

Debtor

Case No. 11-10485Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	74,037,364.03 *		
B - Personal Property	Yes	3	2,946,127.76		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		36,612,981.28	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	13		1,180,288.72	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		23			
Total Assets			76,983,491.79		
			Total Liabilities	37,793,270.00	

* (Book value)

In re SW Ownership LLCCase No. 11-10485Debtor**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
Skywater Over Horseshoe Bay. Legal Description Attached as Exhibit "A".	Fee simple	-	74,037,364.03 *	34,189,063.68

* (Book value)

Sub-Total > 74,037,364.03 (Total of this page)

Total > 74,037,364.03

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re SW Ownership LLCCase No. 11-10485Debtor**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Operating and Loan accounts with IBC (269.10) DIP checking account with Chase Bank (8914.70)	-	9,183.80
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > 9,183.80
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

In re SW Ownership LLCCase No. 11-10485Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.		Note Receivable - Reserve at Summit Rock, LP	-	2,925,000.00
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > 2,925,000.00
(Total of this page)

Sheet 1 of 2 continuation sheets attached
to the Schedule of Personal Property

In re SW Ownership LLCCase No. 11-10485Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.		Skywater Over Horseshoe Bay Realty trademark	-	Unknown
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Desks, chairs, tables, printer, fax machine, copy machine, misc. paper products	-	Unknown
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Accrued interest receivable	-	11,943.96

Sub-Total >	11,943.96
(Total of this page)	
Total >	2,946,127.76

Sheet 2 of 2 continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

In re SW Ownership LLCCase No. 11-10485

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

<input type="checkbox"/> Check this box if debtor has no creditors holding secured claims.									
CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T O R	H U S B A N D W I F E J O I N T O R	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No. xxxxxx6951, xxxxx6461	X	-		August 27, 2009				34,189,063.68	0.00
International Bank of Commerce 130 E. Travis Street San Antonio, TX 78201				Secured					
				Skywater Over Horseshoe Bay. Legal Description Attached as Exhibit "A".					
				Value \$ 74,037,364.03					
Account No.		-		Mechanic's Lien				219,451.71	0.00
Nelson Lewis Inc. PO Box 235 Marble Falls, TX 78654				Skywater Over Horseshoe Bay. Legal Description Attached as Exhibit "A".					
				Value \$ 74,037,364.03					
Account No.		-		Mechanic's Lien				123,196.64	0.00
THG Construction Services, LLC 5500 N. Highway 281 Marble Falls, TX 78654				Skywater Over Horseshoe Bay. Legal Description Attached as Exhibit "A".					
				Value \$ 74,037,364.03					
Account No.		-		Mechanic's Lien				2,001,868.20	0.00
Wadsworth Golf Construction Co. 13941 Van Dyke Road Plainfield, IL 60544				Skywater Over Horseshoe Bay. Legal Description Attached as Exhibit "A".					
				Value \$ 74,037,364.03					
Subtotal								36,533,580.23	0.00
(Total of this page)									
1 continuation sheets attached									

1 continuation sheets attached

In re SW Ownership LLCCase No. 11-10485Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS (Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			Mechanic's Lien					
Willis Environmental Engineering, Inc. 310 Main Street Marble Falls, TX 78654		-	Skywater Over Horseshoe Bay. Legal Description Attached as Exhibit "A".					
			Value \$ 74,037,364.03				32,032.48	0.00
Account No.			Mechanic's Lien					
Woodlake Outdoor, Inc. 3941 Legacy Drive Suite 225B Plano, TX 75023		-	Skywater Over Horseshoe Bay. Legal Description Attached as Exhibit "A".					
			Value \$ 74,037,364.03				47,368.57	0.00
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							79,401.05	0.00
Total (Report on Summary of Schedules)							36,612,981.28	0.00

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re SW Ownership LLCCase No. 11-10485Debtor**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re SW Ownership LLCCase No. 11-10485Debtor**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
A Starr Graphics	-					101.22
Account No.						
Aerophoto 4000 16th St. North Saint Petersburg, FL 33703	-					822.00
Account No.						
Bryant Taylor Gordon Golf 191 Cabrillo Street Costa Mesa, CA 92627	-					14,300.00
Account No.						
Bury & Partners 221 West 6th Street Suite 600 Austin, TX 78701	-					47,407.47
Subtotal (Total of this page)						62,630.69

12 continuation sheets attached

In re SW Ownership LLCCase No. 11-10485

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
City of Horseshoe Bay P.O. Box 7765 Horseshoe Bay, TX 78657		-					26,952.74
Account No.							
CMS 314 Clematis Street Suite 201 West Palm Beach, FL 33401		-					250.00
Account No.							
Credit Card Center PO Box 1110 Evansville, IN 47706-1110		-					Unknown
Account No.							
Deanna Dunkle		-					1,726.84
Account No.							
Dish Network Dept. 0063 Palatine, IL 60055-0063		-					299.52

Sheet no. 1 of 12 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

29,229.10

In re SW Ownership LLCCase No. 11-10485

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No.							
Ehrenberg Chesler Investment Bankers 7373 Broadway, Suite 108 San Antonio, TX 78209		-					Unknown
Account No.							
Elizabeth Christian & Associates PR 823 Congress Avenue Suite 1505 Austin, TX 78701-2457		-					23,163.40
Account No.							
Ford Motor Credit Company 350 N SAINT PAUL ST Dallas, TX 75201		-					4,276.82
Account No.							
Gameplan Resort Solutions PO Box 9006 Panama City, FL 32417		-					80,000.00
Account No.							
HB Rose Associates, LLC 255 Alhambra Cricle Suite 325 Coral Gables, FL 33134		-					26,450.00
Sheet no. <u>2</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							133,890.22

In re SW Ownership LLCCase No. 11-10485

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
HealthPlan Services, Inc. PO Box 30102 Tampa, FL 33630-3102		-					405.12
Account No.							
Highland Lakes Newspapers PO Box 1000 Marble Falls, TX 78654		-					15,152.70
Account No.							
Holland & Knight LLP 2099 Pennsylvania Avenue, N.W. Washington, DC 20037		-					9,830.96
Account No.							
Horseshoe Bay Resort PO Box 8283 Horseshoe Bay, TX 78657		-					111,998.85
Account No.							
Imagine PO Box 1450 Marble Falls, TX 78654		-					300.10
Sheet no. <u>3</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							137,687.73

In re SW Ownership LLCCase No. 11-10485

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
J. David Joiner, CPA 5910 N. Central Expwy, Suite 1710 Dallas, TX 75206		-					12,528.28
Account No.							
Jamie Ament		-					515.62
Account No.							
Jay C. Fertig Bayshore Land Group 13680 N.W. 5th Street, Suite 100 Sunrise, FL 33325		-					1,757.76
Account No.							
JS Paris Excavating 11550 Mahoring Avenue North Jackson, OH 44451		-					7,500.00
Account No.							
Kenneth Cleveland 612 CR 123-A Marble Falls, TX 78654		-					30,000.00

 Sheet no. 4 of 12 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

 Subtotal
 (Total of this page)

52,301.66

In re SW Ownership LLCCase No. 11-10485

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Kleinberg, Kaplan, Wolff & Cohen, PC 551 Fifty Avenue, 18th Floor New York, NY 10176		-					2,948.50
Account No.							
Knight Office Solutions 11831 Radium St. San Antonio, TX 78216		-					1,601.01
Account No.							
Kolar Advertising - Marketing 114 West 7th Street Suite 500 Austin, TX 78701		-					21,066.86
Account No.							
LBJ Lakefront, Inc. c/o Mark C. Taylor Hohmann, Taube & Summers, LLP 100 Congress Avenue, St. 1800 Austin, TX 78701		-				X	Unknown
Account No.							
Marla Carroll Janitorial Services 1506 Sunset Drive Marble Falls, TX 78654		-					2,430.22

Sheet no. 5 of 12 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

28,046.59

In re SW Ownership LLCCase No. 11-10485

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
McGinnis, Lochridge & Kilgore, LLP 600 Congress Avenue, Suite 210 Austin, TX 78701		-					100.96
Account No.							
Midland Reporter - Telegram 201 E. Illinois Street Midland, TX 79701		-					3,260.62
Account No.							
Mobile Mini I, Inc. 7420 S. Kyrene Suite 101 Tempe, AZ 85283		-					1,284.27
Account No.							
Navon & Lavin, P.A. 2699 Stirling Road, Suite B-100 Fort Lauderdale, FL 33312		-					446.59
Account No.							
Nicklaus Design, LLC c/o Northern Trust PO Box 024873 Miami, FL 33102-4855		-					94,279.88

Sheet no. 6 of 12 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

99,372.32

In re SW Ownership LLCCase No. 11-10485

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Pedernales Electric Cooperative, Inc. PO Box 750 Marble Falls, TX 78654-0750		-					13,225.57
Account No.							
Pitney Bowes PO Box 856390 Louisville, KY 40285-6390		-					48.71
Account No.							
Premium Assignment Corporation PO Box 3100 Tallahassee, FL 32315-3100		-					Unknown
Account No.							
Professional Turf Products, LP PO Box 201349 Dallas, TX 75320-1349		-					22,073.78
Account No.							
Reagan National Advertising 9211 US Highway 290 East Austin, TX 78724		-					1,850.00
Subtotal (Total of this page)							37,198.06

Sheet no. 7 of 12 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re SW Ownership LLCCase No. 11-10485

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Real Estate Council Three Lincoln Center 5430 LBJ Freeway Suite 100 Dallas, TX 75240		-					1,100.00
Account No.							
Riemer Insurance Group, Inc. 217 E. Hallandale Beach Blvd. Hallandale Beach, FL 33009		-					Unknown
Account No.							
SignAd, Inc. PO Box 8626 Houston, TX 77249		-					6,000.00
Account No.							
Skywater Management, LLC 255 Alhambra Circle Suite 325 Coral Gables, FL 33134		-					275,000.00
Account No.							
Skywater Realty, LLC 255 Alhambra Circle Suite 325 Coral Gables, FL 33134		-					77,906.40
Subtotal (Total of this page)							360,006.40

Sheet no. 8 of 12 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re SW Ownership LLCCase No. 11-10485

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
SouthStar Development Partners, Inc. 255 Alhambra Circle, Suite 325 Coral Gables, FL 33134		-					128.45
Account No.							
Star Security & P.I., Inc. PO Box 4 Marble Falls, TX 78654		-					15,836.99
Account No.							
Techline Pipe L.P. P.O. Box 4328 Houston, TX 77210-4328		-					860.65
Account No.							
Texas Golfer Media 4920 Center Street Houston, TX 77007		-					2,000.00
Account No.							
Texas Monthly 1202 Reliable Parkway Chicago, IL 60686-0011		-					7,492.00
Subtotal (Total of this page)							26,318.09

Sheet no. 9 of 12 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re SW Ownership LLCCase No. 11-10485

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
The Property Journal		-					750.00
Account No.							
THG Construction Services 5500 N. Highway 281 Marble Falls, TX 78654		-					123,196.64
Account No.							
United Rentals Northwest, Inc. 525 Julie Rivers Drive Suite 200 Sugar Land, TX 77478		-					8,459.74
Account No.							
Verizon Business PO Box 371355 Pittsburgh, PA 15250-7355		-					5,143.01
Account No.							
Verizon SouthWest PO Box 920041 Dallas, TX 75392-0041		-					5,214.77
Subtotal (Total of this page)							142,764.16

Sheet no. 10 of 12 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re SW Ownership LLCCase No. 11-10485

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W	J C				
Account No.								
Verizon Wireless PO Box 660108 Dallas, TX 75266-0108		-						3,599.30
Account No.								
Vita Planning & Landscape Architecture 181 Third Street Suite 250 San Rafael, CA 94901		-						23,855.00
Account No.								
Water Resource Management P.O. Box 520 Franklin, TX 77856		-						4,323.72
Account No.								
William E. Epp & Associates		-						4,600.10
Account No.								
Willis - Sherman Associates, Inc. 310 Main Marble Falls, TX 78654		-						976.25

Sheet no. 11 of 12 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

37,354.37

In re SW Ownership LLCCase No. 11-10485

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No.							
Willis Copy Account 310 Main Marble Falls, TX 78654		-					341.81
Account No.							
Willis Environmental Engineering 310 Main Street Marble Falls, TX 78654		-					33,147.52
Account No.							
Account No.							
Account No.							
Sheet no. <u>12</u> of <u>12</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) Total (Report on Summary of Schedules)
							33,489.33
							1,180,288.72

In re SW Ownership LLCCase No. 11-10485Debtor**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Horseshoe Bay Resort, Ltd. One Horseshoe Bay Blvd. Horseshoe Bay, TX 78657	Amenity Access and Use Agreement
Horseshoe Bay Resort, Ltd. One Horseshoe Bay Blvd. Horseshoe Bay, TX 78657	Road and Portals Agreement
Horseshoe Bay Resort, Ltd. One Horseshoe Bay Blvd. Horseshoe Bay, TX 78657	Golf Course and Clubhouse Agreement
Horseshoe Bay Resort, Ltd. One Horseshoe Bay Blvd. Horseshoe Bay, TX 78657	Grow In Agreement
Johnson Sewell Ford LM 3301 Hwy 281 N Marble Falls, TX 78654	Motor Vehicle Lease Agreement (Deal No. 79721)
Johnson Sewell Ford LM 3301 Hwy 281 N Marble Falls, TX 78654	Motor Vehicle Lease Agreement (Deal No. 79732)
Johnson Sewell Ford LM 3301 Hwy 281 N Marble Falls, TX 78654	Motor Vehicle Lease Agreement (Deal No. 79724)
Nelson Lewis, Inc. PO Box 235 Marble Falls, TX 78654	General Contractor Agreement
Nelson Lewis, Inc. PO Box 235 Marble Falls, TX 78654	Lot Purchase Option Agreement
Nicklaus Design LLC 11780 U.S. Highway One North Palm Beach, FL 33408	Golf Course Design Agreement
Skywater Management LLC 255 Alhambra Circle Suite 325 Miami, FL 33134	Management Services Agreement

In re SW Ownership LLC

Case No. 11-10485

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Skywater Realty, LLC 11001 RM 2147 W Horseshoe Bay, TX 78657	Exclusive Management and Sales Agreement
Wadsworth Golf Construction Company of the Midwest 13941 Van Dyke Road Plainfield, IL 60544	Construction Agreement
Willis Sherman	Lot Purchase Option Agreement

In re SW Ownership LLCCase No. 11-10485Debtor**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
J. Larry Rutherford 255 Alhambra Circle Suite 325 Miami, FL 33134 Guarantor	International Bank of Commerce 130 E. Travis Street San Antonio, TX 78201
Southstar Development Partners, Inc. 255 Alhambra Circle Suite 325 Miami, FL 33134 Guarantor	International Bank of Commerce 130 E. Travis Street San Antonio, TX 78201

0

continuation sheets attached to Schedule of Codebtors

TRACT I:

BEING 678.00 acres, more or less, in Llano County, Texas, and being more fully described by metes and bounds in Exhibit "A" attached hereto.

TRACT II:

BEING 0.66 acre, more or less, out of the A. MURCHISON SURVEY NO. 85, Abstract No. 556, Llano County, Texas, and being more fully described by metes and bounds in Exhibit "B" attached hereto.

TRACT III:

BEING 0.69 acre, more or less, out of the A. MURCHISON SURVEY NO. 85, ABSTRACT NO. 506, the GEORGE BRATTON SURVEY NO. 83, ABSTRACT NO. 81, and the A. BACKUS SURVEY NO. 99, ABSTRACT NO. 1125, in Llano County, Texas, and being more fully described by metes and bounds in Exhibit "C" attached hereto.

TRACT IV:

BEING 0.43 acre, more or less, out of the J. MCFARLAND SURVEY NO. 1005, ABSTRACT NO. 555 in Burnet County, Texas; and the NICHOLAS MENDEZ SURVEY NO. 3, ABSTRACT NO. 506, in Llano County, Texas, and being more fully described by metes and bounds in Exhibit "D" attached hereto.

TRACT V:

BEING 0.36 acre, more or less, out of the NICHOLAS MENDEZ SURVEY NO. 3, ABSTRACT NO. 506, in Llano County, Texas, and being more fully described by metes and bounds in Exhibit "E" attached hereto.

TRACT VI:

BEING 215.11 acres out of the JOHN DARLIN SURVEY NO. 4, ABSTRACT NO. 170, Llano County, Texas, and JOHN DARLIN SURVEY NO. 4, ABSTRACT NO. 248, Burnet County, Texas, and being more fully described in Exhibit "F" attached hereto.

TRACT VII:

BEING 225.35 acres out of the NICHOLAS MENDEZ SURVEY NO. 3, ABSTRACT NO. 506, and the A. BACKUS SURVEY NO. 99, ABSTRACT NO. 1125, Llano County, Texas, and being more fully described in Exhibit "G" attached hereto.

TRACT VIII:

BEING 55.34 acres out of the A. BACKUS SURVEY NO. 99, ABSTRACT NO. 1125, Llano County, Texas, and being more fully described in Exhibit "H" attached hereto.

TRACT IX:

BEING the right to use three twenty-five (25') foot access and utility easements more fully described in Easement Agreement executed by Horseshoe Resort, Ltd., Grantor and HB TEXAS DEVELOPMENT PARTNERS, Grantee, filed for record in Volume 1390, Page 37, of the Official Public Records of Llano County, Texas, and Volume 1470, Page 957, of the Official Public Records of Burnet County, Texas, and Special Warranty Deed with Reservations of Easement executed by SW Ownership LLC, Grantor and Horseshoe Bay Resort, Ltd., Grantee, filed for record in Volume __, Page __, Official Public Records, Llano County, Texas, and being more fully described by metes and bounds in Exhibit "I" attached hereto.

TRACT X:

BEING 40.06 acres, more or less, out of the ELIJAH G. MERCER SURVEY NO. 3, ABSTRACT NO. 562 and the A. MURCHISON SURVEY NO. 85, ABSTRACT NO. 506 in Llano County, Texas, and being more fully described by metes and bounds in Exhibit "J" attached hereto.

TRACT XI:

BEING 32.14 acres, more or less, out of the ELIJAH G. MERCER SURVEY NO. 3, ABSTRACT NO. 562, the A. MURCHISON SURVEY NO. 85, ABSTRACT NO. 506 and the ELIAS J. JONES SURVEY NO. 86, ABSTRACT NO. 1473 in Llano County, Texas, and being more fully described by metes and bounds in Exhibit "K" attached hereto.

TRACT XII:

BEING 323.96 acres, more or less, out of the A. MURCHISON SURVEY NO. 85, ABSTRACT NO. 506 and the GEORGE BRATTON SURVEY NO. 83, ABSTRACT NO. 81, in Llano County, Texas, and being more fully described by metes and bounds in Exhibit "L" attached hereto.

TRACT XIII:

BEING 1.00 acre, more or less, out of the A. MURCHISON SURVEY NO. 85, ABSTRACT NO. 506 and the GEORGE BRATTON SURVEY NO. 83, ABSTRACT NO. 81, in Llano County, Texas, and being more fully described by metes and bounds in Exhibit "M" attached hereto.

TRACT XIV:

BEING 10.30 acres, more or less, consisting of 0.13 acre out of the NICHOLAS MENDEZ SURVEY NO. 3, ABSTRACT NO. 506, and 10.17 acres out of the JOHN DARLIN SURVEY NO. 4, ABSTRACT NO. 170, in Llano County, Texas, and being more fully described by metes and bounds in Exhibit "N" attached hereto.

TRACT XV:

BEING 25.00 acres, more or less, consisting of 14.24 acres out of the JOHN DARLIN SURVEY NO. 4, ABSTRACT NO. 248, in Burnet County, Texas; and 10.76 acres out of the JOHN DARLIN SURVEY NO. 4, ABSTRACT NO. 170, in Llano County, Texas, and being more fully described by metes and bounds in Exhibit "O" attached hereto.

TRACT XVI:

BEING the right to use a taxiway easement of 0.83 acre, more or less, out of the NICHOLAS MENDEZ SURVEY NO. 3, ABSTRACT NO. 506, more fully described by metes and bounds in Exhibit "P" attached hereto.

TRACT XVII:

BEING two portal easements out of the MADISON PUTNAM SURVEY NO. 672, ABSTRACT NO. 587, more fully described by metes and bounds in Exhibit "Q" attached hereto.

United States Bankruptcy Court Western District of Texas

In re SW Ownership LLC

Debtor(s)

Case No. 11-10485Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None ☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT
\$1,200,000.00

SOURCE
Sale of 11011 Ranch Road 2147 West, Horseshoe Bay, Llano County, Texas 78657

\$3,250,000.00

Sale of 2.42 Acres, Madison Putman Survey No. 672, No. 587, Llano County, Texas 78643

2. Income other than from employment or operation of business

None ☒ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
---------------------------------	----------------------	-------------	-----------------------

None



b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Highland Lakes Newspaper PO Box 1000 Marble Falls, TX 78654	11/30/2010	\$874.00	\$15,152.70
Ken Cleveland 612 CR 123-A Marble Falls, TX 78654	12/10/2010	\$1,735.75	\$30,000.00
FedEx	12/10/2010	\$63.72	\$0.00
Verizon SouthWest PO Box 920041 Dallas, TX 75392	12/10/2010	\$396.62	\$1,202.02
Verizon Business PO Box 371355 Pittsburgh, PA 15250	12/10/2010	\$1,289.44	\$3,241.32
Mobile Mini I, Inc. PO Box 79149 Phoenix, AZ 85062	12/10/2010	\$629.91	\$1,284.27
Verizon Wireless PO Box 660108 Dallas, TX 75266	12/10/2010	\$774.27	\$1,296.89
Ford Motor Credit Company 350 N SAINT PAUL ST Dallas, TX 75201	12/10/2010 (\$4276.82) 1/27/2011 (\$4426.82)	\$8,703.64	\$0.00
CB Richard Ellis 100 Congress Avenue Suite 500 Austin, TX 78701	12/10/2010 2/28/2011	\$7,000.00	\$0.00
Pedernales Electric Cooperative PO Box 750 Marble Falls, TX 78654	12/10/2010 (\$2317.56) 1/27/2010 (\$3388.18)	\$5,705.74	\$0.00

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
City of Horseshoe Bay P.O. Box 7765 Horseshoe Bay, TX 78657	12/10/2010 (\$4300.31) 1/27/2010 (\$4751.40)	\$9,051.71	\$7,307.00
Deanna Dunkle	12/10/2010	\$2,531.00	\$1,726.84
Ehrenberg Chesler Investment Bankers 7373 Broadway, Suite 108 San Antonio, TX 78209	12/10/2010	\$2,000.00	\$0.00
HealthPlan Services, Inc. PO Box 30102 Tampa, FL 33630	12/10/2010	\$135.04	\$405.12
Premium Assignment Corporation 3522 Thomasville Road, Suite 400 Tallahassee, FL 32309	12/10/2010 (\$8632.78) 1/27/2011 (\$1775.25) 2/28/2011 (749.55)	\$10,408.03	\$0.00
		\$0.00	\$0.00

- None ☒ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
---	-----------------	-------------	--------------------

4. Suits and administrative proceedings, executions, garnishments and attachments

- None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
LBJ Lakefront v. SW Ownership, LLC, Adv. Pr. No. 10-01084-cag	Adversary Proceeding	Bankruptcy Court, Western District of Texas	Pending

- None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

- None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

- None ☐ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None ☐ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None ☐ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None ☐ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case or **since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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10. Other transfers

- None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None ☐ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
11. Closed financial accounts		
None <input type="checkbox"/> List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)		
NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING

12. Safe deposit boxes			
None <input type="checkbox"/> List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)			
NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY

13. Setoffs		
None <input type="checkbox"/> List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)		
NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF

14. Property held for another person		
None <input type="checkbox"/> List all property owned by another person that the debtor holds or controls.		
NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY

15. Prior address of debtor		
None <input type="checkbox"/> If the debtor has moved within three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.		
ADDRESS	NAME USED	DATES OF OCCUPANCY

16. Spouses and Former Spouses	
None <input type="checkbox"/> If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within eight years immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.	
NAME	

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18. Nature, location and name of business

- None ☐ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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- None ☐ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

- None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

DATES SERVICES RENDERED

David Joiner

- None ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

ADDRESS

DATES SERVICES RENDERED

David Joiner

- None ☒ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

ADDRESS

- None ☒ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

20. Inventories

- None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY
(Specify cost, market or other basis)

- None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY
RECORDS

21. Current Partners, Officers, Directors and Shareholders

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
SW Ownership Holdings, LLC c/o the Patriot Group, LLC 325 N. Paul Street Suite 2150 Dallas, TX 75201		
Charles W. Cargill	Authorized Signatory	

22. Former partners, officers, directors and shareholders

- None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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- None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23. Withdrawals from a partnership or distributions by a corporation

- None ☒ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

- None ☒ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

- None ☒ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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**United States Bankruptcy Court
Western District of Texas**

In re SW Ownership LLC

Debtor

Case No. 11-10485

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Footbridge Limited Trust 1120 Boston Post Road, 2nd Floor Darien, CT 06820		23.53%	Indirect
SW Ownership Holdings LLC c/o the Patriot Group, LLC 325 N. Paul Street Suite 2150 Dallas, TX 75201		100%	Direct
The Patriot Group LLC 325 N. St. Paul Street Suite 2150 Dallas, TX 75201		39.22%	Indirect
Third Avenue Real Estate Opportunities Fund, L.P. 622 Third Avenue New York, NY 10017		37.25%	Indirect

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the _____ of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date March 14, 2011

Signature: Charles W. Cagell
Authorized Signatory

*Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.*